

KWG RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE (the “Notice”) IS HEREBY GIVEN that the Annual and Special Meeting of Shareholders (the “Meeting”) of KWG RESOURCES INC. (the “Corporation”), for the year ended December 31, 2015, will be held on Thursday, July 21, 2016 at 11:00 a.m. (local time), at the offices of Norton Rose Fulbright Canada LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, for the following purposes:

- (a) TO receive the audited consolidated financial statements of the Corporation for the years ended December 31, 2015 and 2014 and the auditor’s report thereon;
- (b) TO elect directors of the Corporation;
- (c) TO appoint the auditor of the Corporation and to authorize the directors to fix the auditor’s remuneration;
- (d) To consider and, if deemed advisable, to pass a special resolution authorizing the amendment of the articles of the Corporation to change the province in which the registered office of the Corporation is to be situated from the Province of Quebec to the Province of Ontario, the full text of which is reproduced in the Management Proxy Circular accompanying this Notice under the heading *Change of Location of Registered Office*;
- (e) TO consider and, if deemed advisable, pass a special resolution, with or without variation, the full text of which is reproduced as Schedule “A” to the Management Information Circular accompanying this Notice and incorporated by reference in this Notice (the “**Capital Reorganization Resolution**”), authorizing the Corporation to:
 - (i) create a new class of convertible shares to be classified as “Multiple Voting Shares” in an unlimited number with the rights, privileges, restrictions and conditions described in Exhibit I to Schedule “A” to such Management Information Circular, which rights, privileges, restrictions and conditions shall be annexed to the Articles; and
 - (ii) change the classification of each Common Share, whether issued or unissued, into a convertible “Subordinate Voting Share” and to change the rights, privileges, restrictions and conditions of such shares to the rights, privileges, restrictions and conditions described in Exhibit I to Schedule “A” to such Management Information Circular, which rights, privileges, restrictions and conditions shall be annexed to the Articles;
- (f) TO transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

A shareholder of the Corporation may in connection with the Capital Reorganization Resolution, exercise the right to dissent pursuant to Section 190 of the Canada Business Corporations Act, the whole as described in the Management Proxy Circular accompanying this Notice under the heading “Right to Dissent”.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying the Notice, which is supplemental to and expressly made part of this Notice.

A Proxy Form is enclosed herewith. Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed Proxy Form to Computershare Investor Services Inc., Attention Proxy Department by mail or personal delivery to 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or by fax to 1-866-249-7775, in either case, prior to 5:00 p.m. (Toronto time) on July 19, 2016 or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to such adjourned or postponed meeting. Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein.

DATED at Montréal, Québec, this 20th day of June 2016

BY ORDER OF THE BOARD OF DIRECTORS

(s) *Luce L. Saint-Pierre*

Luce L. Saint-Pierre, Corporate Secretary